

THE
GREENBRIER
COMPANIES

The Greenbrier Companies, Inc.

One Centerpoint Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

RECORDATION NO. 23327-M FILED

MAY 19 '04 11-53 AM

SURFACE TRANSPORTATION BOARD



May 13, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provision of U.S.C. Section 11301 are three (3) originals and two (2) photocopies of Amendment No. 1 dated September 30, 2003, to a Memorandum of Lease dated January 1, 2002, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement date as of September 1, 2000, and Rider No. 4 thereto dated January 1, 2002, which was duly filed and recorded on April 22, 2003.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation
One Centerpoint Drive, Suite 200
Lake Oswego, Oregon 97035

LESSEE: The Burlington Northern and Santa Fe Railway Company
2500 Lou Menk Drive
Fort Worth, Texas 76131

A description of the railroad equipment covered by the enclosed document is:

May 13, 2004
Mr. Vernon A. Williams
Page 2 of 2

Two hundred twenty-seven (227) 100-ton, 4,750 cubic foot and
100-ton, 5,150 cubic foot covered hopper railcars, bearing the
marks and numbers set forth in the attached Railcar List.

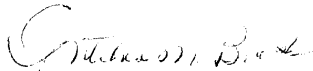
Also enclosed is a payment of \$30 payable to the order of the Surface Transportation
Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the
undersigned.

A short summary of the enclosed secondary document to appear in the Board's Index is:

Amended Memorandum of Rider No. 4, dated as of September 30, 2003, to Rider
No. 4 dated January 1, 2002, to a Lease Agreement dated as of September 1, 2000
between Greenbrier Leasing Corporation, Lessor, and The Burlington Northern
and Santa Fe Railway Company, Lessee.

Sincerely,


Gretchen M. Brask
Senior Staff Attorney

GMB:lfs
Enclosures

cc: Robert W. Alvord, Esq.

W10513041

RAILCAR LIST

AOK	181055	AOK	181469	AOK	181583	AOK	181657	AOK	181797	AOK	181981
AOK	181056	AOK	181473	AOK	181586	AOK	181659	AOK	181825	AOK	181986
AOK	181057	AOK	181476	AOK	181587	AOK	181660	AOK	181826	AOK	181994
AOK	181067	AOK	181484	AOK	181588	AOK	181662	AOK	181827	AOK	181995
AOK	181077	AOK	181487	AOK	181589	AOK	181663	AOK	181832	AOK	181997
AOK	181078	AOK	181505	AOK	181590	AOK	181664	AOK	181841	AOK	182001
AOK	181113	AOK	181509	AOK	181591	AOK	181665	AOK	181863	AOK	182008
AOK	181122	AOK	181516	AOK	181597	AOK	181667	AOK	181865	AOK	182020
AOK	181125	AOK	181519	AOK	181598	AOK	181668	AOK	181873	AOK	182024
AOK	181126	AOK	181535	AOK	181599	AOK	181669	AOK	181874	AOK	182025
AOK	181138	AOK	181536	AOK	181600	AOK	181676	AOK	181883	AOK	182030
AOK	181145	AOK	181538	AOK	181601	AOK	181677	AOK	181888	AOK	182034
AOK	181152	AOK	181539	AOK	181603	AOK	181678	AOK	181892	AOK	182038
AOK	181156	AOK	181540	AOK	181604	AOK	181680	AOK	181901	AOK	182041
AOK	181166	AOK	181541	AOK	181606	AOK	181681	AOK	181903	AOK	182042
AOK	181170	AOK	181544	AOK	181607	AOK	181683	AOK	181905	AOK	182045
AOK	181172	AOK	181545	AOK	181608	AOK	181684	AOK	181909	AOK	182048
AOK	181181	AOK	181548	AOK	181609	AOK	181685	AOK	181910	AOK	182064
AOK	181238	AOK	181550	AOK	181610	AOK	181686	AOK	181911	AOK	182074
AOK	181266	AOK	181551	AOK	181621	AOK	181687	AOK	181913	AOK	182094
AOK	181351	AOK	181553	AOK	181622	AOK	181688	AOK	181915	AOK	182102
AOK	181354	AOK	181554	AOK	181624	AOK	181689	AOK	181916	AOK	182107
AOK	181359	AOK	181556	AOK	181626	AOK	181690	AOK	181923	CRLE	66000
AOK	181361	AOK	181557	AOK	181627	AOK	181692	AOK	181924	CRLE	66001
AOK	181364	AOK	181558	AOK	181628	AOK	181697	AOK	181925	CRLE	66002
AOK	181366	AOK	181561	AOK	181629	AOK	181698	AOK	181926	CRLE	66003
AOK	181371	AOK	181562	AOK	181630	AOK	181700	AOK	181927	CRLE	66004
AOK	181384	AOK	181563	AOK	181631	AOK	181701	AOK	181938		
AOK	181386	AOK	181565	AOK	181634	AOK	181703	AOK	181940	Total	227
AOK	181395	AOK	181566	AOK	181635	AOK	181704	AOK	181943		
AOK	181397	AOK	181569	AOK	181636	AOK	181706	AOK	181945		
AOK	181400	AOK	181571	AOK	181638	AOK	181711	AOK	181950		
AOK	181406	AOK	181572	AOK	181639	AOK	181713	AOK	181954		
AOK	181408	AOK	181573	AOK	181640	AOK	181725	AOK	181955		
AOK	181414	AOK	181576	AOK	181643	AOK	181731	AOK	181961		
AOK	181415	AOK	181577	AOK	181647	AOK	181735	AOK	181962		
AOK	181416	AOK	181578	AOK	181649	AOK	181736	AOK	181964		
AOK	181424	AOK	181579	AOK	181650	AOK	181756	AOK	181969		
AOK	181438	AOK	181580	AOK	181652	AOK	181766	AOK	181975		
AOK	181466	AOK	181581	AOK	181654	AOK	181777	AOK	181976		

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SURFACE TRANSPORTATION BOARD

AMENDMENT NO. 1 DATED SEPTEMBER 30, 2003

TO

MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

THE BURLINGTON NORTHERN AND SANTA FE RAILWAY COMPANY ("LESSEE")

RIDER NO. 4

DATED AS OF JANUARY 1, 2002

Amendment No. 1, effective as of September 30, 2003, to the Memorandum of Lease Agreement for Rider No. 4 made and entered into as of January 1, 2002, to the Lease Agreement made and entered into as of September 1, 2000, by and between Greenbrier Leasing Corporation, a Delaware corporation ("Lessor"), and The Burlington Northern and Santa Fe Railway Company, a Delaware corporation ("Lessee") (the "Lease Memorandum").

WHEREAS, Lessor and Lessee executed the Lease Memorandum describing the lease of seventy-six (76) 100-ton, 4,750 cubic foot and 100-ton, 5,150 cubic foot covered hopper railcars bearing marks and numbers AOK 181056 through AOK 182107, not inclusive; and

WHEREAS, Lessor and Lessee wish to amend the Lease Memorandum to conform to an amendment to the underlying lease adding one hundred fifty-one (151) additional railcars;

NOW THEREFORE, Lessor and Lessee hereby amend the Lease Memorandum as follows:

1. Delete Paragraph 1 in its entirety and add a new Paragraph 1 as follows:

 "1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor two hundred twenty-seven (227) 100-ton, 4,750 cubic foot; and 100-ton, 5,150 cubic foot covered hopper railcars bearing the marks and numbers as reflected on the attached Railcar List."
2. All other terms and conditions of the Lease Memorandum not specifically amended hereby shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date first above written.

LESSOR:

LESSEE:

GREENBRIER LEASING CORPORATION

THE BURLINGTON NORTHERN AND
SANTA FE RAILWAY COMPANY

BY: Norris M. Webb

BY: Kathryn Farmer

NAME: Norriss M. Webb

NAME: KATHRYN FARMER

TITLE: Executive Vice President

TITLE: AVP Railroad Equip

DATE: 5/11/04

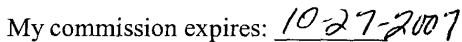
DATE: 5/7/04

On this 11th day of May, 2004, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

My commission expires: 5-17-04



Lorelei M. Surin
NOTARY PUBLIC



RAILCAR LIST

AOK	181055	AOK	181476	AOK	181589	AOK	181665	AOK	181873	AOK	182030
AOK	181056	AOK	181484	AOK	181590	AOK	181667	AOK	181874	AOK	182034
AOK	181057	AOK	181487	AOK	181591	AOK	181668	AOK	181883	AOK	182038
AOK	181067	AOK	181505	AOK	181597	AOK	181669	AOK	181888	AOK	182041
AOK	181077	AOK	181509	AOK	181598	AOK	181676	AOK	181892	AOK	182042
AOK	181078	AOK	181516	AOK	181599	AOK	181677	AOK	181901	AOK	182045
AOK	181113	AOK	181519	AOK	181600	AOK	181678	AOK	181903	AOK	182048
AOK	181122	AOK	181535	AOK	181601	AOK	181680	AOK	181905	AOK	182064
AOK	181125	AOK	181536	AOK	181603	AOK	181681	AOK	181909	AOK	182074
AOK	181126	AOK	181538	AOK	181604	AOK	181683	AOK	181910	AOK	182094
AOK	181138	AOK	181539	AOK	181606	AOK	181684	AOK	181911	AOK	182102
AOK	181145	AOK	181540	AOK	181607	AOK	181685	AOK	181913	AOK	182107
AOK	181152	AOK	181541	AOK	181608	AOK	181686	AOK	181915	CRLE	66000
AOK	181156	AOK	181544	AOK	181609	AOK	181687	AOK	181916	CRLE	66001
AOK	181166	AOK	181545	AOK	181610	AOK	181688	AOK	181923	CRLE	66002
AOK	181170	AOK	181548	AOK	181621	AOK	181689	AOK	181924	CRLE	66003
AOK	181172	AOK	181550	AOK	181622	AOK	181690	AOK	181925	CRLE	66004
AOK	181181	AOK	181551	AOK	181624	AOK	181692	AOK	181926		
AOK	181238	AOK	181553	AOK	181626	AOK	181697	AOK	181927	Total	227
AOK	181266	AOK	181554	AOK	181627	AOK	181698	AOK	181938		
AOK	181351	AOK	181556	AOK	181628	AOK	181700	AOK	181940		
AOK	181354	AOK	181557	AOK	181629	AOK	181701	AOK	181943		
AOK	181359	AOK	181558	AOK	181630	AOK	181703	AOK	181945		
AOK	181361	AOK	181561	AOK	181631	AOK	181704	AOK	181950		
AOK	181364	AOK	181562	AOK	181634	AOK	181706	AOK	181954		
AOK	181366	AOK	181563	AOK	181635	AOK	181711	AOK	181955		
AOK	181371	AOK	181565	AOK	181636	AOK	181713	AOK	181961		
AOK	181384	AOK	181566	AOK	181638	AOK	181725	AOK	181962		
AOK	181386	AOK	181569	AOK	181639	AOK	181731	AOK	181964		
AOK	181395	AOK	181571	AOK	181640	AOK	181735	AOK	181969		
AOK	181397	AOK	181572	AOK	181643	AOK	181736	AOK	181975		
AOK	181400	AOK	181573	AOK	181647	AOK	181756	AOK	181976		
AOK	181406	AOK	181576	AOK	181649	AOK	181766	AOK	181981		
AOK	181408	AOK	181577	AOK	181650	AOK	181777	AOK	181986		
AOK	181414	AOK	181578	AOK	181652	AOK	181797	AOK	181994		
AOK	181415	AOK	181579	AOK	181654	AOK	181825	AOK	181995		
AOK	181416	AOK	181580	AOK	181657	AOK	181826	AOK	181997		
AOK	181424	AOK	181581	AOK	181659	AOK	181827	AOK	182001		
AOK	181438	AOK	181583	AOK	181660	AOK	181832	AOK	182008		
AOK	181466	AOK	181586	AOK	181662	AOK	181841	AOK	182020		
AOK	181469	AOK	181587	AOK	181663	AOK	181863	AOK	182024		
AOK	181473	AOK	181588	AOK	181664	AOK	181865	AOK	182025		